

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10267 / December 16, 2016

SECURITIES EXCHANGE ACT OF 1934
Release No. 79571 / December 15, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17726

In the Matter of

LAN PHUONG NGUYEN,
ESQ.

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTION 8A OF THE SECURITIES ACT
OF 1933, SECTIONS 4C AND 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
AND RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS AND A CEASE-
AND-DESIST ORDER**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 ("Securities Act"), Sections 4C¹ and

¹ Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . (1) not to possess the requisite qualifications to represent others . . . (2) to be lacking in character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

15(b)(6) of the Securities Exchange Act of 1934 (“Exchange Act”), and Rule 102(e)(1)(iii)² of the Commission’s Rules of Practice against Lan Phuong Nguyen, Esq. (“Nguyen” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over her and the subject matter of these proceedings, which are admitted, Respondent consents to the Entry of this Order Instituting Administrative and Cease-and-Desist Proceedings pursuant to Section 8A of the Securities Act, Sections 4C and 15(b) of the Securities Exchange Act of 1934, and Rule 102(e) of the Commission’s Rules of Practice Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”) as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds³ that:

Summary

1. These proceedings concern an attorney’s representations regarding the preparation and review of registration statements and accompanying opinion letters filed with the Commission. Nguyen, a solo practitioner and contract litigator with no active securities law practice, was recruited by Michael J. Muellerleile (“Muellerleile”), the sole principal of M2 Law Professional Corporation (“M2 Law”) and Nguyen’s mentor and former employer (who had originally trained Nguyen in the preparation of securities offerings), to serve as “special counsel” in connection with two SB-2 and five S-1 registration statements, and to sign opinion letters accompanying these statements. Nguyen played little to no role in preparing the registration statements and, contrary to representations in the opinion letters, she conducted minimal review of the facts underlying the opinion letters, relying primarily on Muellerleile’s explanations as to the opinions’ accuracy.

² Rule 102(e)(1)(iii) provides, in pertinent part, that:

The Commission may . . . deny, temporarily or permanently, the privilege of appearing or practicing before it . . . to any person who is found . . . to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

³ The findings herein are made pursuant to Respondent’s offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

Respondent

2. **Lan Phuong Nguyen**, 41, of Los Angeles, California, is an attorney licensed to practice law in California, New York, and the District of Columbia. During the conduct at issue, Nguyen was the principal and sole employee of Esquire Consulting, Inc., a law firm incorporated in California and located in Los Angeles.

Related Persons and Entities

3. **M2 Law Professional Corp. (“M2 Law”)** is a law firm that was incorporated on October 24, 2005 in California. During the conduct at issue, M2 Law was located in Newport Beach, California.

4. **Michael Muellerleile (“Muellerleile”)**, 44, of Newport Beach, California, is an attorney licensed to practice law in California and the principal of M2 Law. During the conduct at issue, Muellerleile was corporate counsel for the following five companies (the “Issuers”): On Time Filings, Inc. (“OTMF”); Sur Ventures, Inc. (“SVTY”); Patriot Minerals, Inc. (“Patriot Minerals”); International Surf Resorts (“ISFR”); and SN Strategies Corp (“SNGI”). The securities of OTMF, SVTY, ISFR and SNGI, during the relevant period, were penny stocks within the meaning of Section 3(a)(51) of the Exchange Act and Rule 3a51-1 thereunder.

Background

5. From 2007 through 2011, Nguyen accepted referrals from Muellerleile in which she served as “special counsel” in connection with the registration statements of five Issuers that M2 Law represented. Each time, Muellerleile told Nguyen that M2 Law could not act as registration counsel because he had a conflict.

6. Nguyen believed that Muellerleile provided her these referrals because he wanted to help her financially. In addition, Muellerleile told Nguyen that he might one day make her “Of Counsel” to M2 Law and working on these referrals with him would help train her for that opportunity. Nguyen had minimal securities law experience other than the training Muellerleile had originally provided to her.

7. Nguyen agreed to allow Muellerleile to list her name as “special counsel” or counsel and to sign opinion letters in connection with the following registration statements:

- a. Patriot Minerals’ Form S-1 dated January 20, 2011;
- b. SVTY’s Form S-1 dated December 13, 2010 and amendments thereto;
- c. ISFR’s Form S-1 dated July 14, 2010 and amendments thereto and Form SB-2 dated September 17, 2007;
- d. OTMF’s Form S-1 dated April 6, 2010 and amendments thereto; and
- e. SNGI’s Form S-1 dated April 16, 2010 and Form SB-2 dated July 24, 2007.

8. Despite Nguyen's name appearing on the cover page of the registration statements as counsel, Muellerleile and M2 Law associates prepared them, not Nguyen. Muellerleile sent Nguyen completed versions of the registration statements. While Nguyen received and read the registration statements, she did not review their contents for accuracy. In addition, Muellerleile and/or M2 Law associates, not Nguyen, prepared the written responses to the Commission comment letters on interim drafts of the registration statements. Prior to submitting the responses to the Commission, Muellerleile explained them to Nguyen. Muellerleile also instructed Nguyen to speak to Commission attorneys regarding the comments and responses as if she were registration counsel.

9. Each opinion letter stated that Nguyen's firm, Esquire Consulting, had acted as "special counsel" in connection with the registration statement. They also stated that Esquire Consulting had "examined all instruments, documents and records that we deemed relevant and necessary for the basis of our opinion hereinafter expressed . . . and relied upon representations made by the Company in documents examined by us and representations of the Company's officers."

10. Despite these statements, Nguyen did not examine the underlying information necessary to issue an opinion. Rather, she relied on Muellerleile to explain to her verbally the underlying facts. From time to time, Muellerleile provided Nguyen some supporting documents. He did not make the company officers available to her. If no documentation was provided, at Muellerleile's suggestion, Nguyen looked at the Issuers' prior filings, if they existed, for relevant information.

11. Between 2007 and 2011, Muellerleile arranged for payments to Nguyen totaling approximately \$11,000 for the services she rendered in connection with the registration statements and opinion letters above.

12. Nguyen recklessly disregarded the fact that the opinion letters, which she signed, misrepresented the level of review that she had conducted.

13. Based on the foregoing, the Commission finds that Nguyen's reckless disregard constitutes a willful violation of Section 17(a)(2) of the Securities Act.

IV.

In view of the foregoing, the Commission deems it appropriate, in the public interest, and for the protection of investors to impose the sanctions agreed to in Respondent's Offer.

Accordingly, pursuant to Section 8A of the Securities Act, Section 4C and 15(b) of the Exchange Act, and Rule 102(e)(1)(iii) of the Commission's Rules of Practice it is hereby ORDERED that:

A. Nguyen shall cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act.

B. Nguyen is denied the privilege of appearing or practicing before the Commission as an attorney.

C. Nguyen be, and hereby is, barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

D. Nguyen shall within ten days of the entry of this Order, pay disgorgement of \$11,000, plus prejudgment interest of \$2,039.44, for a total of \$13,039.44, which represents profits gained as a result of the conduct described herein. If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of disgorgement and prejudgment interest plus any additional interest accrued pursuant to Commission Rule of Practice 600 or pursuant to 31 U.S.C. 3717, shall be due and payable immediately at the discretion of the staff of the Commission, without further application. Payment must be made in one of the following ways:

- (1) Nguyen may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Nguyen may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Nguyen may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Lan Phuong Nguyen as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Lara Shalov Mehraban, Associate Director, Division of Enforcement, Securities and Exchange Commission, New York Regional Office, Brookfield Place, 200 Vesey Street, Suite 400, New York, NY 10281.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement

agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Brent J. Fields
Secretary